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File Number

9107447

91007447

SEAL OF THE STATE OF ILLINOIS  
OFFICE OF  
THE SECRETARY OF STATE



Whereas,

ARTICLES OF MERGER OF

BULKATIC TRANSPORT COMPANY

ILLINOIS

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I have set my hand and cause to

be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 2nd

day of JANUARY AD 19 91 and

of the Independence of the United States

the two hundred and 15th

Jim Edgar  
SECRETARY OF STATE

20/25

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BCA-11.25/11.30 (Rev. Jul. 1984)

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Submit in Duplicate

Remit payment in check or Money Order, payable to "Secretary of State".

DO NOT SEND CASH!

Filing Fee is \$100, but if merger or consolidation of more than 2 corporations \$50 for each additional corporation.

JIM EDGAR  
Secretary of State  
State of Illinois

## ARTICLES OF MERGER, CONSOLIDATION, EXCHANGE

This Space for Use By Secretary of State	
Date	1/2/91
Filing Fee \$	100.00
Clerk	[Signature]

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned corporation(s) hereby adopt(s) the following Articles of Merger, Consolidation or Exchange. (Strike inapplicable words)

1 The names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> and the State or Country of their incorporation, are:

Name of Corporation	State or Country of Incorporation
Bulkmatic Transport Company	Illinois
Precision Bulk Transport, Inc.	Illinois

2 The laws of the State or Country under which each corporation is incorporated permit such merger, consolidation or exchange.

3 The name of the ~~new~~ <sup>surviving</sup> corporation is Bulkmatic Transport Company and it shall be governed by the laws of Illinois

4 The plan of ~~consolidation~~ <sup>merger</sup> is as follows:  
~~exchange~~

If not sufficient space to cover this point, add one or more sheets of this size

See Exhibit A attached hereto.

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It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of Illinois:

a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.

b. The Secretary of State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and the surviving, new or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

6 (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

Name of Corporation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bulkmatic Transport Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Precision Bulk Transport, Inc.	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have voted in favor of the action taken

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 and § 11.20

(The following items are not applicable to mergers under § 11.30 — 90% owned subsidiary provisions. See Article 7.) (Only "X" one box for each corporation)

3 The plan of reorganization was approved (a) as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

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PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER ("Agreement of Merger") made as of the 18th day of December, 1990, by and between BULKMATIC TRANSPORT COMPANY, an Illinois corporation ("Bulkmatic"), and PRECISION BULK TRANSPORT, INC., an Illinois corporation ("Precision") (Bulkmatic and Precision shall sometimes be hereinafter referred to collectively as the "Constituent Corporations");

W I T N E S S E T H:

WHEREAS, Bulkmatic has authorized capital stock of 500,000 shares of common stock, without par value, of which 100,000 shares are currently issued and outstanding; and

WHEREAS, Precision has authorized capital stock of 1,000 shares of common stock, without par value, of which 1,000 shares are currently issued and outstanding, all of which are owned by the same shareholder who owns all of the issued and outstanding shares of Bulkmatic (the "in-common shareholder"); and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have determined that it is advisable and in the best interests of said corporations and the in-common shareholder that Precision be merged with and into Bulkmatic pursuant to this Agreement of Merger; and

WHEREAS, this Agreement of Merger has been duly approved by the respective Boards of Directors and the in-common shareholder

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of Bulkmatic and Precision in accordance with the provisions of the Illinois Business Corporation Act of 1983;

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants, agreements and promises hereinafter set forth, the parties hereby prescribe the terms and conditions of such merger and the mode of carrying the same into effect, as follows:

1. Merger. On the Effective Date (as hereinafter defined) of the merger, Precision shall be merged into Bulkmatic, which shall then be the surviving corporation (sometimes hereinafter referred to as the "Surviving Corporation").

2. Effective Date of Merger. This Agreement of Merger shall be effective as of January 2, 1991 ("Effective Date"), in accordance with the laws of the State of Illinois.

3. Effect of Merger. From and after the Effective Date:

(a) The Constituent Corporations shall be a single corporation which shall be Bulkmatic, as the Surviving Corporation, and the separate existence of Precision shall cease except to the extent provided by the laws of the State of Illinois;

(b) The Articles of Incorporation of Bulkmatic shall not be amended in any respect by reason of this Agreement of Merger, and said Articles of Incorporation as filed with the Secretary of State of Illinois on August 15, 1961, as amended to date, shall constitute the Articles of Incorporation of the Surviving Corporation until amended in the manner provided by law;

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(c) The By-laws of Bulkmatic as in effect on the Effective Date shall continue to be and constitute the By-laws of the Surviving Corporation until the same shall be properly amended, altered or repealed;

(d) The directors and officers of Bulkmatic in office on the Effective Date shall continue to be and constitute the directors and officers of the Surviving Corporation, and shall continue to hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the Surviving Corporation in effect from time to time;

(e) The Surviving Corporation shall possess all the rights, privileges, powers and franchises, and shall be subject to all the restrictions, disabilities, obligations and duties, of Precision, except as otherwise herein provided and except as otherwise provided by law;

(f) The Surviving Corporation shall be vested with all property, real, personal, or mixed, and all debts due to Precision on whatever account as well as all other things in action or belonging to Precision; and

(g) All property, rights, privileges, powers and franchises of Precision shall be thereafter as effectually the property of the Surviving Corporation as they were of Precision, but all rights of creditors and all liens upon any property of Precision shall be preserved unimpaired, limited in lien to the property affected by

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such liens immediately prior to the Effective Date; and all debts, liabilities, obligations and duties of Precision shall thenceforth attach to, and are hereby assumed by, the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by it.

4. Shares of Bulkmatic. Each common share of Bulkmatic issued and outstanding on the Effective Date shall thereupon, without further action, become one common share of the Surviving Corporation, without the issuance or exchange of new shares or share certificates.

5. Shares of Precision. All issued and outstanding common shares of Precision on the Effective Date (such shares being owned in their entirety by the same shareholder who owns all of the issued and outstanding shares of Bulkmatic and who after the Effective Date will own all of the issued and outstanding shares of the Surviving Corporation), shall on the Effective Date, without further action, become one (single) common share of the Surviving Corporation.

6. Expenses. Bulkmatic, as the Surviving Corporation, shall pay all expenses of carrying this Agreement into effect and accomplishing the merger herein described.

7. Further Assurances. If at any time or from time to time the Surviving Corporation shall determine or be advised that any

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further assignment or assurance in law is necessary or desirable to vest in the Surviving Corporation, or perfect its title to, any property or rights of Precision, the proper officers and directors of Precision shall execute, make and deliver, without further consideration, all such proper assignments and assurances in law and do all other things necessary or desirable to vest or perfect title to such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Agreement of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of and on behalf of Precision, or otherwise, to take any and all such action.

8. Counterparts. This Agreement of Merger may be executed in several counterparts, each of which shall be deemed an original but all of which shall constitute a single agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be duly executed by their respective presidents as of the date first above written.

ATTEST:

LPNuse  
Assistant Secretary

BULKMATIC TRANSPORT COMPANY

By:

[Signature]  
Its President

ATTEST:

LPNuse  
Assistant Secretary

PRECISION BULK TRANSPORT,  
INC.

By:

[Signature]  
Its President

[Plnagtil.mer]

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17 (Complete this item if reporting a merger under § 11.30 - 90% owned subsidiary provisions.)

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a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, 19 \_\_\_\_\_

Was written consent for the merger or written waiver of the 30 day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

(If the answer is "No", the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated December 18, 19 90

BULKMATIC TRANSPORT COMPANY

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

by [Signature]  
(Signature of President or Vice President)

L. J. Wiese, Assistant Secretary  
(Type or Print Name and Title)

A. Y. Bingham, Jr., President  
(Type or Print Name and Title)

Dated December 18, 19 90

PRECISION BULK TRANSPORT, INC.

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

by [Signature]  
(Signature of President or Vice President)

L. J. Wiese, Assistant Secretary  
(Type or Print Name and Title)

A. Y. Bingham, Jr., President  
(Type or Print Name and Title)

Dated \_\_\_\_\_, 19 \_\_\_\_\_

(Exact Name of Corporation)

attested by \_\_\_\_\_  
(Signature of Secretary or Assistant Secretary)

by \_\_\_\_\_  
(Signature of President or Vice President)

(Type or Print Name and Title)

(Type or Print Name and Title)

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CONSOLIDATION, EXCHANGE**

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**FILED**

JAN - 2 1991

**JIM EDGAR  
Secretary of State**

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Corporation Department  
Secretary of State  
Springfield, Illinois 62756  
Telephone 217 - 782-6961

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Frank G. Reeder, Esq.  
Vedder, Price, et al.  
222 N. LaSalle St. - 2600  
Chicago, IL 60601